



First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018
Tel 847 318-7575
Fax 847 318-7588

RECORDATION NO. 22263-D FILED

OCT 18 '01 11-36 AM

VIA UPS 2nd DAY AIR

October 11, 2001

SURFACE TRANSPORTATION BOARD

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated April 3 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 22263.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Hampton Lumber Sales Co.
9600 S.W. Barnes Road, Suite 200
Portland, OR 97225

A description of the railroad equipment covered by the enclosed document is ninety-seven (97) 73' centerbeam flatcars, with car numbers HLSC 2800-2899, excluding HLSC 2814, 2838 and 2853.

A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Hampton Lumber Sales Company, Lessee, covering 97 73' centerbeam flatcars, with car numbers HLSC 2800-2899, excluding HLSC 2814, 2838 and 2853.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

Susan Grokulska
Susan Grokulska
Manager - Documents Administration

Enclosures

(HPLS027)

ASSGN. NO. HPLS027

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 3rd of April, 2001, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and HAMPTON LUMBER SALES ~~COMPANY~~, ("Lessee"), an Oregon corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of April 2, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 8 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of March 11, 2001, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]

Name: K. A. Dombrowski

Title: DIRECTOR OF DOCUMENTATION

By: [Signature]

Name: RICHARD F. SEYMOUR

Title: Vice President Sales & Marketing

Executed on this 3rd day of April, 2001.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 3rd day of April, 2001.

[Signature]
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



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SURFACE TRANSPORTATION BOARD

LESSEE:

HAMPTON LUMBER SALES ~~INC~~ COMPANY

By: George L. Bonner

Name: George L. Bonner

Title: Director of Transportation

ATTEST:

By: Vicki Shaylor

Name: VICKI SHAYLOR

Title: Corp. Sec.

Executed on this 28 day of March, 01.

[CORPORATE SEAL]

STATE OF Oregon

COUNTY OF Washington

I, Diana J. Nicolay, a Notary Public of the County and State aforesaid, certify that George L. Bonner personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 28th day of March, 2001.



Diana J. Nicolay
Notary Public

Commission Expires:

February 7, 2003
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Ninety-seven (97)

DESCRIPTION OF CARS: 73' Centerbeam Flatcars

CAR NUMBERS: HLSC 2800-2899, excluding HLSC2814, HLSC 2838
and HLSC 2853